



MCC Advisory Council Bylaws

Adopted on November 5, 2018

Purpose

The purpose of the [Millennium Challenge Corporation Advisory Council](#) (Advisory Council) is to provide a platform for systematic engagement with the private sector. The Advisory Council is an interdisciplinary group of advisors that will provide advice and insight regarding innovations in infrastructure, technology, sustainability; perceived risks and opportunities in MCC partner countries; and new financing mechanisms for developing country contexts that will help MCC remain at the cutting edge of international development. Council meetings will serve as a forum to seek advice from the private sector about operational-level work in MCC's country portfolio.

Authority

The Advisory Council is established under agency authority pursuant to and in accordance with the provisions of the Federal Advisory Committee Act (FACA), and outlined in its Charter, initially filed with the Congress on July 14, 2016 and renewed for a second term on July 11, 2018.

Membership Selection and Appointment

The Advisory Council is comprised of up to 25 individuals from the private sector with technical expertise in areas such as infrastructure, information and communications technology, manufacturing, and finance, as well as sustainable development, particularly in the countries where MCC operates. Advisory Council members are selected by the MCC Vice President for the Department of Compact Operations based on the following criteria: (1) professional or academic expertise, experience, and knowledge; (2) stakeholder representation; (3) availability and willingness to serve; and (4) skills working collaboratively on committees and advisory panels.

Membership includes the responsibility to attend Advisory Council meetings personally. MCC reserves the ability to replace any member who is unable to fully participate in the Advisory Council's meetings.

Alternate members will not be permitted to represent those individuals appointed by MCC without prior written agreement of the Designated Federal Officer (DFO).

Meeting Procedures

The Advisory Council will hold a public meeting at least two times per year, in person. Additional conference calls may be held. Meetings will be called by the DFO in consultation with the Council Chair or Co-Chairs according to the following considerations:

- A. **Agenda:** The DFO will approve the agenda for all meetings. MCC will distribute the agenda to the members prior to each meeting and will publish an outline of the agenda in the Federal Register as part of the notice of the meeting. Suggested agenda items may be submitted to the DFO or the Chair/Co-Chairs by any member of the Council.
- B. **Open Meetings.** Unless otherwise determined in advance, all meetings of the Advisory Council will be open to the public. Once an open meeting has begun, it will not be closed for any reason. All materials brought before, or presented to, the Council during the conduct of an open meeting, including the minutes of the proceedings of an open meeting, will be available to the public for review or copying at the time of the scheduled meeting.

Members of the public may attend any meeting or portion of a meeting that is not closed to the public and may submit written comments, as noted in the Federal Register. The Chair or Co-Chairs, may choose to include oral public comment at the meeting, which should be noted in the Federal Register.

Notices of meetings will be published in the Federal Register at least 15 calendar days in advance.

- C. **Closed Meetings:** Meetings of the Advisory Council may be closed only in limited circumstances and in accordance with applicable law. In addition, requests for closed meetings must be approved by MCC's Office of General Counsel (OGC) 30 days in advance of the session.

Where the DFO has determined in advance that discussions during a Council meeting will involve matters about which public disclosure would be harmful to the interests of the government, industry, or others, an advance notice of a closed meeting, citing the applicable exemptions of the Government in the Sunshine Act (GISA), will be published in the Federal Register. The notice may announce the closing of all or just part of a meeting. If, during the course of an open meeting, matters inappropriate for public disclosure arise during discussions, the Chair or Co-Chairs will order such discussion to cease and will schedule it for closed session.

- D. **Minutes and Records:** MCC will prepare the minutes for each meeting and distribute a soft copy to Council members. Minutes of open meetings will be available to the public upon request. If closed meetings of the Advisory Council are held, these minutes will also be available to the public upon request, subject to the withholding of matters about which public disclosure would be harmful to the interests of the Government, industry, or others, and which are exempt from disclosure under the Freedom of Information Act (FOIA).

The minutes will include a record of the persons present (including the names of Council members, names of staff, and the names of members of the public from whom written or oral presentations were made) and a complete and accurate description of the matters discussed and conclusions reached, and copies of all reports received, issued or approved by the Council.

All documents, reports, or other materials prepared by, or for, the Council constitute official government records and must be maintained according to MCC policies and procedures.

Voting

When a decision or recommendation of the Advisory Council is required, the Chair will request a motion for a vote. Any member, including the Chair, may make a motion for a vote. No second after a proper motion will be required to bring any issue to vote.

Role of Advisory Council Officials

Chair/Co-Chairs: The Chair/Co-chairs work(s) with the DFO to establish priorities, identify issues to be addressed, determine the level and types support required, and serves as the focal point for the Council's membership. In addition, the Chair/Co-Chairs is/are responsible for certifying the accuracy of MCC-drafted minutes which document the Advisory Council meetings.

At the inaugural meeting of each two-year term of the Advisory Council, MCC will ask those interested in serving as a Chair or Co-chair to self-nominate via email. The Chair or Co-Chairs will be selected by the MCC Vice President for the Department of Compact Operations and will serve in this role for the remainder of his or her term.

Designated Federal Officer: The DFO serves as the government's agent for all matters related to the Advisory Council's activities. By Law, the DFO must: (1) approve or call the meeting of the Council; (2) approve agendas; (3) attend all meetings; (4) adjourn the meetings when such adjournment is in the public interest; and (5) Chair meetings of the Council, when so directed by the MCC Vice President of Compact Operations.

In addition, the DFO is responsible for providing adequate staff support to the Advisory Council, including the performance of the following functions: (1) Notifying members of the time and place for each meeting; (2) Maintaining records of all meetings, including subgroup or working group activities, as required by Law; (3) maintaining the roll; (4) Preparing the minutes of all meetings of the Council's deliberations, including subgroup and working group activities; (5) attending to official correspondence; (6) maintaining official Council records and filing all papers and submissions prepared for or by the Council, including those items generated by subgroups and working groups; (7) acting as the Council's agent to collect, validate and pay all vouchers for pre-approved expenditures; and, (8) preparing and

handling all reports, including the annual report as required by FACA.

The role of DFO for the MCC Advisory Council will be filled by an individual from the Department of Compact Operations' Finance, Investment and Trade team.

Expenses and Reimbursement.

Expenses related to the operation of the Advisory Council will be borne by MCC. Expenditures of any kind must be approved in advance by the DFO. Advisory Council members are not eligible for any form of compensation or reimbursement for personal expenses.